

IN THE UNITED STATES DISTRICT COURT  
OF THE EASTERN DISTRICT OF PENNSYLVANIA  
NO. 19-6152-JMG

- - -

PETROCHOICE HOLDINGS, INC., : DEPOSITION UPON  
Plaintiff, :  
 : ORAL EXAMINATION  
 :  
 - vs - : OF  
 :  
 FRANCIS S. OROBONO, JR., :  
 Defendant.: TORRI FETZNER

- - -

Zoom Deposition taken pursuant to notice was held on  
Friday, February 19, 2021, beginning at 10:00 a.m.,  
before Eva Hudson, Professional Court Stenographer and  
Notary Public, with all counsel being in their respective  
locations.

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1 A Yes.

2 Q And when did those conversations take place?

3 A I don't know the exact dates.

4 Q I don't want you to guess but a general time  
5 frame would be helpful, such as whether those  
6 conversations occurred pre or post-pandemic.

7 A Pre-pandemic. It was less than three years  
8 ago we'll say when I went to the Wynn's line.

9 Q Since you've gone to the Wynn's line have  
10 you worked with Mr. Yates in any capacity?

11 A Yes.

12 Q What capacity has ACTS worked with  
13 Mr. Yates?

14 A It was not ACTS. It was myself.

15 Q Okay. Could you explain to me the  
16 difference in this context?

17 A Well, the difference is he had business that  
18 was tied with a distribution point that Jack Williams  
19 had taken on, and I went to some meetings with him to  
20 help close some of the business.

21 Q Could you please tell me a little more  
22 details about that?

23 A In what manner?

24 Q I think you said a distribution point; is

1 that correct?

2 A Yes.

3 Q Okay. What was the distribution point?

4 A Jack Williams -- Jack Williams distribution  
5 point of Wynn's Products.

6 Q And I apologize. I am not -- I don't work  
7 in your industry but what does that mean, distribution  
8 point?

9 A They were awarded a territory to work on,  
10 not an exclusive territory but an awarded territory to  
11 be able to sell the Wynn's product line which Ed Yates  
12 had basically put together.

13 Q And when you say they were awarded, are you  
14 referring to Jack Williams Tire?

15 A Yes, Jack Williams Tire.

16 Q And were they awarded that territory by  
17 Wynn's or someone else?

18 A By Wynn's Products Northeast.

19 Q Wynn's Products Northeast.

20 Was that a different territory than ACTS's  
21 territory?

22 A The immediate award of the territory was  
23 pieces that ACTS had given -- I don't know the word,  
24 but had given to them, per se, that had relinquished

1       them. And there was an overlay of area, as well.

2       Q               Did ACTS relinquish the territory back to  
3       Wynn's or relinquish the territory directly to Jack  
4       Williams Tire?

5       A               Relinquished it to Wynn's Products  
6       Northeast, who awarded it to Jack Williams Tire.

7       Q               Do you recall what those pieces of territory  
8       consisted of?

9       A               Yes. That would have been the piece from  
10      Penn State east up to Reading, and then through  
11      communication of overlay of anything that would be in  
12      ACTS's territory.

13      Q              What does overlay mean? And I apologize for  
14      my ignorance.

15      A              No worries.

16                      Overlay would be where they -- if they were  
17      to go into any dealership or group or account, they  
18      need to communicate so that it doesn't affect the  
19      salespeople of ACTS, so we're not fighting for the  
20      same place with the same product line.

21      Q              Thank you for explaining that.

22                      Why did ACTS relinquish pieces of its  
23      territory?

24      A              Because it knows the owner, WPN.

1 Q What is WPN?

2 A Wynn's Products Northeast.

3 Q Okay. I'm sorry. Could you say that again?

4 I didn't understand the response.

5 A The owner -- basically, ACTS gave it up due  
6 to the fact that Wynn's Products Northeast was  
7 basically looking to put together -- because its sole  
8 purpose, Wynn's Products Northeast, is to set up  
9 distribution points. Let's put it that way. And they  
10 relinquished part of that to bring in another  
11 distributor point.

12 Q Okay.

13 A Lack of coverage on ACTS's side would have  
14 been the major factor.

15 Q Lack of coverage, what does that mean  
16 exactly?

17 A Penetration.

18 So we -- everything in our side of the  
19 chemical world is how deeply you penetrate  
20 dealership-to-car ratio. So how many cars are out  
21 there, how much your penetration is on how much  
22 product is sold into that car ratio. And it was no  
23 representation from that area out, and poor  
24 representation by ACTS in the areas such as Jersey and

1 New York and stuff of that nature.

2 Q Is ACTS's role -- please correct this  
3 statement because it might be wildly inaccurate -- is  
4 it to sell Wynn's product and then coordinate with  
5 Wynn's to put in orders for those companies, accept  
6 shipment, and then relay that to the dealerships?

7 A So ACTS is a distributor, a distribution  
8 point of Wynn's Products Northeast. That's where ACTS  
9 gets its orders from.

10 Q Does WPNE have any ownership interest in  
11 ACTS?

12 A No ownership interaction, no.

13 Q Is there any sort of formal business  
14 relationship between WPN and ACTS?

15 A They share the same owner.

16 Q Wait. ACTS and WPN share the same owner?

17 A Yeah, that's me.

18 Q Oh. I did not know that. Okay. So this  
19 makes sense now.

20 So you are the owner of WPNE?

21 A Yes. WPN.

22 Q Oh, WPN. Sorry.

23 Do you own any other businesses that also  
24 operate within this chemical space?

1 point for WPN?

2 A Yes.

3 Q Do you know Fran Orobono?

4 A I do.

5 Q And how do you know Mr. Orobono?

6 A Again, through the industry.

7 Q A big small industry, right?

8 A Correct.

9 Q Have you worked with Mr. Orobono since he's  
10 been at Jack Williams Tire?

11 A I haven't really worked with him. My main  
12 contact at Jack Williams Tire is Scott Williams. I  
13 believe he's the son of the father of the owner, I  
14 believe. And the guy that runs all of the Wynn's side  
15 of things is Ed Yates.

16 Fran has -- the contact we've had is we've  
17 invited a lot of their people to our training in the  
18 onset, which we do a big training piece due to the way  
19 we support our distributors.

20 Q Can you tell me a little bit -- when you say  
21 we provide a training, who provides that training?

22 A Wynn's Products Northeast.

23 Q WPN?

24 A Correct.

1 Q I was going to ask you more about training  
2 and then I got sidetracked on e-mail.

3 WPN provides those trainings, correct?

4 A Yes.

5 Q Does WPN provide those to all companies  
6 awarded distribution points?

7 A Wynn's Products Northeast does, yes.

8 Q WPN?

9 A WPN, yes.

10 Q How many distribution points does WPN have?

11 A Ten.

12 Q And what does that training consist of?

13 A Product mix on how it works, how it's  
14 supplied, how to sell it into the dealership, all the  
15 programs that we do offer, what our support mechanism  
16 looks like.

17 I mean, it could be anywhere from how to  
18 close a sale, how to acquire new employees business,  
19 so on and so forth.

20 I mean, there's a multitude of different  
21 ones. I mean, it could change depending on the  
22 distributor and how we approach it. Not how we  
23 approach it, how we acquire the distributor.

24 It could be a chemical company that's



1 selling a competitive brand that comes over to us.

2 And it's a different way of training than it would be,

3 you know, going into a place that's never sold it.

4 It's not a set way of training, if that's what you're

5 asking.

6 Q WPN, does it formulate those trainings or

7 does it get the trainings from another source such as

8 Wynn's USA?

9 A We get some training from Wynn's, yes. Our

10 support mechanism does come from Wynn's, as well. But

11 as far as the training itself, I'm pretty versed in

12 the industry. I've been doing it for some time. I do

13 a lot of the training myself. Plus, I bring in other

14 people that do training that are outside of Wynn's for

15 other avenues of products that we do sell.

16 Q Are there more than one trainings,

17 typically?

18 A Yes.

19 Q How many trainings are there?

20 A There's no set amount. It comes down to

21 until we feel comfortable where we've trained the

22 trainer and got them off on their best foot.

23 Q In the case of Jack Williams Tire, who was

24 the trainer or trainers that you were training?

1 A From time to time, yeah.

2 Q And what would that communication have been  
3 related to?

4 A When he came down to -- I mean, mainly when  
5 we came down we kind of made a connection, smoked a  
6 cigar, you know, a cocktail-type thing. I figured  
7 we'd go out to have a cocktail and a cigar.

8 Q When you say "when came down," does that  
9 mean when he came down --

10 A I'm sorry to talk over you. It was 375  
11 Ivyland is where he was coming down to for training.

12 Q Is that the onset training?

13 A Yes.

14 Q And at that time did you guys discuss the  
15 new territory that Jack Williams had acquired?

16 A I would assume. No. I would have assumed  
17 he would have known what it was at that point. I  
18 can't assume. I mean, it was more so in training. We  
19 had a set itinerary for that day, the next few days.

20 Q Was it your impression or understanding that  
21 Mr. Orobono was going to be involved in the sale of  
22 Wynn's product at JWT?

23 A Was what again, my impression?

24 Q Was it your impression or understanding that

1 Mr. Orobono was involved in the sale or distribution  
2 of Wynn's chemical product on behalf of Jack Williams  
3 Tire?

4 A I don't know if it was my impression. If he  
5 was coming down, I would have thought that that would  
6 have been the case. But I understood it that my -- I  
7 was to -- my main concern was Ed Yates, trying to get  
8 him trained.

9 Q And aside from that communication when you  
10 all had cigarettes and cocktails --

11 A Not cigarettes. Don't say that.

12 Q I'm sorry.

13 A My wife is in the other room here. Cigars.

14 Q I get it. I get it. I gave them up before  
15 I turned 30.

16 A Okay.

17 Q Aside from that, when you guys socialized at  
18 the onset training did you have any other  
19 communication with Mr. Orobono since he's been at Jack  
20 Williams Tire?

21 A On business?

22 Q Yes, on business.

23 A I mean, I don't recollect that I've had like  
24 huge business discussions that often with him.

1 A Well, a lot of it is confidential stuff on  
2 meetings that have occurred, videos of other meetings  
3 that have gone on as far as big what we call summit  
4 meetings, you know, point of sale. You know, it has  
5 all of the stuff, you know, features and benefits of  
6 our products. All of that stuff is basically put in  
7 there.

8 Q Did Mr. Orobono and/or Mr. Yates request  
9 access to that Share Point?

10 A I think I requested it for them.

11 Q Is access to that information necessary for  
12 distributors to be able to provide the services  
13 necessary to their customer base?

14 A I mean, it's necessary for them to  
15 understand, you know, that all of that information is  
16 available. We might have been in the courting process  
17 then. So they can see the robust piece of what we  
18 have.

19 Q So is there a lot of important stuff in  
20 there for the distributors?

21 A Yeah, there's quite a bit of important stuff  
22 in there, yeah.

23 Q Did anyone else from Jack Williams Tire ever  
24 get access to the Share Point?